

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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	:	
In re	:	Chapter 11
	:	
LEHMAN BROTHERS HOLDINGS INC., et al.,	:	Case No.: 08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

**NOTICE OF PARTIAL TRANSFER OF CLAIM
OTHER THAN FOR SECURITY PURSUANT TO FRBP RULE 3001(e)(2)**

1. TO: JPMorgan Chase Bank, N.A.
Mail Code: NY1-A436
One Chase Manhattan Plaza – Floor 26
New York, New York 10005
Attn: Susan McNamara
2. Please take notice that \$17,681,674.50 of your claim against Lehman Brothers Holdings Inc., identified by XS0296282386 arising from and relating to Proof of Claim No. 49737 (attached as Exhibit A hereto), has been transferred to:

Silver Point Capital Offshore Master Fund, L.P. (“Transferee”)
c/o Silver Point Capital, L.P.
Two Greenwich Plaza, First Floor
Greenwich, CT 06830
Attn: David F. Steinmetz

An executed “Evidence of Transfer of Claim” is attached as Exhibit B hereto. All distributions and notices regarding the transferred portion of the claim should be sent to the Transferee at the above address, with a copy to:

Davis Polk & Wardwell LLP (“Davis Polk”)
450 Lexington Avenue
New York, NY 10017-3904
Fax: 212-701-5800
Attn: Xin Yu

3. No action is required if you do not object to the partial transfer of your claim. However, **IF YOU OBJECT TO THE TRANSFER OF YOUR CLAIM, WITHIN 21 DAYS OF THE DATE OF MAILING OF THIS NOTICE, YOU MUST:**

-- **FILE A WRITTEN OBJECTION TO THE TRANSFER** with:

United States Bankruptcy Court
Southern District of New York
Attn: Clerk of Court
Alexander Hamilton Custom House
One Bowling Green
New York, NY 10004-1408

-- **SEND YOUR OBJECTION TO THE TRANSFEREE WITH A COPY TO DAVIS POLK.**

-- Refer to **INTERNAL CONTROL NO. XS0296282386** in your objection and any further correspondence related to this transfer.

4. If you file an objection, a hearing will be scheduled. **IF YOUR OBJECTION IS NOT TIMELY FILED, THE TRANSFEREE WILL BE SUBSTITUTED FOR THE TRANSFEROR ON OUR RECORDS AS A CLAIMANT IN THIS PROCEEDING FOR THE TRANSFERRED PORTION OF THE CLAIM.**

CLERK

FOR CLERK'S OFFICE USE ONLY:


This notice was mailed to the Transferor, by first class mail, postage prepaid on _____, 2011.

INTERNAL CONTROL NO. XS0296282386

Copy: (check) Claims Agent___ Transferee___ Debtors' Attorney___

Clerk of the Court

EXHIBIT A

United States Bankruptcy Court/Southern District of New York Lehman Brothers Holdings Claims Processing Center c/o Epiq Bankruptcy Solutions, LLC FDR Station, P.O. Box 5076 New York, NY 10150-5076		LEHMAN SECURITIES PROGRAMS PROOF OF CLAIM	
In Re: Lehman Brothers Holdings Inc., et al., Debtors.	Chapter 11 Case No. 08-13555 (JMP) (Jointly Administered)	Filed: USBC - Southern District of New York Lehman Brothers Holdings Inc., Et Al. 08-13555 (JMP) 0000049737	
Note: This form may not be used to file claims other than those based on Lehman Programs Securities as listed on http://www.lehman-docket.com as of July 17, 2009			
Name and address of Creditor: (and name and address where notices should be sent if different from Creditor) BANCA POPOLARE DELL'EMILIA ROMAGNA SOC. COOP. VIA SAN CARLO 8/20 41100 MODENA - ITALY Telephone number: 01139 059 2021307 Email Address: paolo.mazza@bper.it		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim. Court Claim Number: _____ (If known) Filed on: _____	
Name and address where payment should be sent (if different from above) Telephone number: _____ Email Address: _____		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.	
<p>1. Provide the total amount of your claim based on Lehman Programs Securities. Your claim amount must be the amount owed under your Lehman Programs Securities as of September 15, 2008, whether you owned the Lehman Programs Securities on September 15, 2008 or acquired them thereafter, and whether such claim matured or became fixed or liquidated before or after September 15, 2008. The claim amount must be stated in United States dollars, using the exchange rate as applicable on September 15, 2008. If you are filing this claim with respect to more than one Lehman Programs Security, you may attach a schedule with the claim amounts for each Lehman Programs Security to which this claim relates.</p> <p>Amount of Claim: \$ 108,892,533.76 (Required) SEE SCHEDULE ATTACHED</p> <p><input checked="" type="checkbox"/> Check this box if the amount of claim includes interest or other charges in addition to the principal amount due on the Lehman Programs Securities.</p>			
<p>2. Provide the International Securities Identification Number (ISIN) for each Lehman Programs Security to which this claim relates. If you are filing this claim with respect to more than one Lehman Programs Security, you may attach a schedule with the ISINs for the Lehman Programs Securities to which this claim relates.</p> <p>International Securities Identification Number (ISIN): SEE SCHEDULE ATTACHED (Required)</p>			
<p>3. Provide the Clearstream Bank Blocking Number, a Euroclear Bank Electronic Reference Number, or other depository blocking reference number, as appropriate (each, a "Blocking Number") for each Lehman Programs Security for which you are filing a claim. You must acquire a Blocking Number from your accountholder (i.e. the bank, broker or other entity that holds such securities on your behalf). If you are filing this claim with respect to more than one Lehman Programs Security, you may attach a schedule with the Blocking Numbers for each Lehman Programs Security to which this claim relates.</p> <p>Clearstream Bank Blocking Number, Euroclear Bank Electronic Instruction Reference Number and or other depository blocking reference number: SEE SCHEDULE ATTACHED (Required)</p>			
<p>4. Provide the Clearstream Bank, Euroclear Bank or other depository participant account number related to your Lehman Programs Securities for which you are filing this claim. You must acquire the relevant Clearstream Bank, Euroclear Bank or other depository participant account number from your accountholder (i.e. the bank, broker or other entity that holds such securities on your behalf). Beneficial holders should not provide their personal account numbers.</p> <p>Accountholders Euroclear Bank, Clearstream Bank or Other Depository Participant Account Number: SEE SCHEDULE ATTACHED (Required)</p>			
Date: October 26, 2009		Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any. BANCA POPOLARE DELL'EMILIA ROMAGNA SOC. COOP. GUIDO LEONI - CHAIRMAN <i>Guido Leoni</i>	
		FOR COURT USE ONLY FILED / RECEIVED OCT 27 2009 EPIQ BANKRUPTCY SOLUTIONS, LLC	
Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571			

SCHEDULE

ISIN CODE	BLOCKING NUMBER	PARTICIPANT ACCOUNT NUMBER	CLEARING SYSTEM	ISSUER	NOMINAL AMOUNT (EUR)
IT0006578600	081918431	65387	MONTE TITOLI	Lehman Brothers Treasury Co. B.V.	€ 16,000.00
XS0148360042	6034152	27420	EUROCLEAR	Lehman Brothers Treasury Co. B.V.	€ 5,000.00
XS0162289663	6034884	27420	EUROCLEAR	Lehman Brothers Treasury Co. B.V.	€ 392,000.00
	6034463				
XS0163559841	6034485	27420	EUROCLEAR	Lehman Brothers Treasury Co. B.V.	€ 390,000.00
	6034145				
	6034490				
	6034474				
XS0176153350	6034442	27420	EUROCLEAR	Lehman Brothers Treasury Co. B.V.	€ 8,703,000.00
	6034149				
	6034457				
XS0176153350	6033797	27859	EUROCLEAR	Lehman Brothers Treasury Co. B.V.	€ 1,000,000.00
XS0178969209	6034482	27420	EUROCLEAR	Lehman Brothers Treasury Co. B.V.	€ 90,000.00
XS0181945972	6034883	27420	EUROCLEAR	Lehman Brothers Treasury Co. B.V.	€ 766,000.00
	6034433				
XS0185655445	6034902	27420	EUROCLEAR	Lehman Brothers Treasury Co. B.V.	€ 70,000.00
	6034142				
XS0185655445	6033796	27859	EUROCLEAR	Lehman Brothers Treasury Co. B.V.	€ 1,000,000.00
	6034911				
	6034473				
XS0189294225	6034441	27420	EUROCLEAR	Lehman Brothers Treasury Co. B.V.	€ 6,452,000.00
	6034452				
	6034140				
XS0195431613	6034910	27420	EUROCLEAR	Lehman Brothers Treasury Co. B.V.	€ 245,000.00
XS0197173643	6034472	27420	EUROCLEAR	Lehman Brothers Treasury Co. B.V.	€ 710,000.00
	6034438				
XS0200284247	6034909	27420	EUROCLEAR	Lehman Brothers Treasury Co. B.V.	€ 3,788,000.00
	6034469				
XS0200284247	6033356	27859	EUROCLEAR	Lehman Brothers Treasury Co. B.V.	€ 790,000.00
XS0202417050	6034882	27420	EUROCLEAR	Lehman Brothers Treasury Co. B.V.	€ 45,000.00
	6034432				

[Signature]

P.T.O.

XS0208459023	6034908	27420	EUROCLEAR	Lehman Brothers Treasury Co. B.V.	€	5,390,000.00
	6034468					
	6034437					
XS0210433206	6034907	27420	EUROCLEAR	Lehman Brothers Treasury Co. B.V.	€	10,000.00
XS0210782552	6034906	27420	EUROCLEAR	Lehman Brothers Treasury Co. B.V.	€	20,000.00
XS0210782552	6033359	27859	EUROCLEAR	Lehman Brothers Treasury Co. B.V.	€	1,750,000.00
XS0211093041	6034880	27420	EUROCLEAR	Lehman Brothers Treasury Co. B.V.	€	1,496,000.00
	6034467					
	6034435					
	6034135					
XS0211814123	6034885	27420	EUROCLEAR	Lehman Brothers Treasury Co. B.V.	€	889,000.00
	6034132					
XS0215349357	6034881	27420	EUROCLEAR	Lehman Brothers UK Capital Funding LP	€	117,000.00
	6034446					
XS0220704109	6034445	27420	EUROCLEAR	Lehman Brothers Treasury Co. B.V.	€	85,000.00
XS0244093927	6034128	27420	EUROCLEAR	Lehman Brothers Treasury Co. B.V.	€	59,000.00
XS0272317131	6033798	27859	EUROCLEAR	Lehman Brothers Treasury Co. B.V.	€	5,000,000.00
XS0276341418	6033799	27859	EUROCLEAR	Lehman Brothers Treasury Co. B.V.	€	7,500,000.00
XS0296282386	6033800	27859	EUROCLEAR	Lehman Brothers Treasury Co. B.V.	€	17,500,000.00
XS0297522228	6028589	27859	EUROCLEAR	Lehman Brothers Treasury Co. B.V.	€	5,000,000.00
XS0301086475	6034153	27420	EUROCLEAR	Lehman Brothers Treasury Co. B.V.	€	10,000.00
XS0345700198	6033801	27859	EUROCLEAR	Lehman Brothers Treasury Co. B.V.	€	6,000,000.00
TOTAL					€	75,288,000.00

Opus

ISIN CODE	NOMINAL AMOUNT (EUR)	INTEREST (EUR)	TOTAL (EUR)	NOMINAL AMOUNT (USD)	INTEREST (USD)	TOTAL (USD)
IT0006578600	€ 16,000.00	€ 313.80	€ 16,313.80	\$ 22,641.60	\$ 444.06	\$ 23,085.66
XS0148360042	€ 5,000.00	-	€ 5,000.00	\$ 7,075.50	-	\$ 7,075.50
XS0162289663	€ 392,000.00	€ 4,224.89	€ 396,224.89	\$ 554,719.20	\$ 5,978.64	\$ 560,697.84
XS0163559841	€ 390,000.00	€ 7,525.52	€ 397,525.52	\$ 551,889.00	\$ 10,649.36	\$ 562,538.36
XS0176153350	€ 8,703,000.00	€ 248,125.95	€ 8,951,125.95	\$ 12,315,615.30	\$ 351,123.03	\$ 12,666,738.33
XS0176153350	€ 1,000,000.00	€ 28,510.39	€ 1,028,510.39	\$ 1,415,100.00	\$ 40,345.06	\$ 1,455,445.06
XS0178969209	€ 90,000.00	€ 2,484.17	€ 92,484.17	\$ 127,359.00	\$ 3,515.35	\$ 130,874.35
XS0181945972	€ 766,000.00	€ 18,324.09	€ 784,324.09	\$ 1,083,966.60	\$ 25,930.42	\$ 1,109,897.02
XS0185655445	€ 70,000.00	€ 1,745.00	€ 71,745.00	\$ 99,057.00	\$ 2,469.35	\$ 101,526.35
XS0185655445	€ 1,000,000.00	€ 24,928.53	€ 1,024,928.53	\$ 1,415,100.00	\$ 35,276.37	\$ 1,450,376.37
XS0189294225	€ 6,452,000.00	€ 109,941.70	€ 6,561,941.70	\$ 9,130,225.20	\$ 155,578.50	\$ 9,285,803.70
XS0195431613	€ 245,000.00	€ 2,069.61	€ 247,069.61	\$ 346,699.50	\$ 2,928.71	\$ 349,628.21
XS0197173643	€ 710,000.00	€ 2,928.75	€ 712,928.75	\$ 1,004,721.00	\$ 4,144.47	\$ 1,008,865.47
XS0200284247	€ 3,788,000.00	€ 113,010.12	€ 3,901,010.12	\$ 5,360,398.80	\$ 159,920.62	\$ 5,520,319.42
XS0200284247	€ 790,000.00	€ 23,568.64	€ 813,568.64	\$ 1,117,929.00	\$ 33,351.98	\$ 1,151,280.98
XS0202417050	€ 45,000.00	€ 1,192.77	€ 46,192.77	\$ 63,679.50	\$ 1,687.89	\$ 65,367.39
XS0208459023	€ 5,390,000.00	€ 120,489.22	€ 5,510,489.22	\$ 7,627,389.00	\$ 170,504.30	\$ 7,797,893.30
XS0210433206	€ 10,000.00	€ 347.54	€ 10,347.54	\$ 14,151.00	\$ 491.80	\$ 14,642.80
XS0210782552	€ 20,000.00	€ 437.18	€ 20,437.18	\$ 28,302.00	\$ 618.65	\$ 28,920.65
XS0210782552	€ 1,750,000.00	€ 38,253.28	€ 1,788,253.28	\$ 2,476,425.00	\$ 54,132.22	\$ 2,530,557.22
XS0211093041	€ 1,496,000.00	€ 17,248.92	€ 1,513,248.92	\$ 2,116,989.60	\$ 24,408.95	\$ 2,141,398.55
XS0211814123	€ 889,000.00	€ 21,468.63	€ 910,468.63	\$ 1,258,023.90	\$ 30,380.26	\$ 1,288,404.16
XS0215349357	€ 117,000.00	€ 2,421.95	€ 119,421.95	\$ 165,566.70	\$ 3,427.30	\$ 168,994.00
XS0220704109	€ 85,000.00	€ 995.82	€ 85,995.82	\$ 120,283.50	\$ 1,409.18	\$ 121,692.68
XS0244093927	€ 59,000.00	€ 1,216.15	€ 60,216.15	\$ 83,490.90	\$ 1,720.97	\$ 85,211.87
XS0272317131	€ 5,000,000.00	€ 181,111.11	€ 5,181,111.11	\$ 7,075,500.00	\$ 256,290.33	\$ 7,331,790.33
XS0276341418	€ 7,500,000.00	€ 245,833.33	€ 7,745,833.33	\$ 10,613,250.00	\$ 347,878.75	\$ 10,961,128.75
XS0296282386	€ 17,500,000.00	€ 350,000.00	€ 17,850,000.00	\$ 24,764,250.00	\$ 495,285.00	\$ 25,259,535.00
XS0297522228	€ 5,000,000.00	-	€ 5,000,000.00	\$ 7,075,500.00	-	\$ 7,075,500.00
XS0301086475	€ 10,000.00	-	€ 10,000.00	\$ 14,151.00	-	\$ 14,151.00
XS0345700198	€ 6,000,000.00	€ 93,699.00	€ 6,093,699.00	\$ 8,490,600.00	\$ 132,593.45	\$ 8,623,193.45
	€ 75,288,000.00	€ 1,662,414.06	€ 76,950,416.06	\$ 106,540,048.80	\$ 2,352,484.96	\$ 108,892,533.76

Total Claim Amount \$ 108,892,533.76

Amounts due in EUR have been converted to US Dollars using the exchange reference rate published by the LISTINO CAMBI BANKITALIA for September 15, 2010. 3: 1 EUR = 1,4151 USD

Devi

05387 05387 - BANCA POP. DELL'EMILIA ROMAGNA

Pag.: 1

Procedura.: 700 SMISTAMENTO
Messaggio.: 71N INFORM.ESITO OP.LIQ.STRUM.FIN.
CRO.....: 459875170
Data Rif...:

QMSG 14/10/2009
17:02:36
Smistato
Stampato: 16/10/2009
da: 0001382

Mittente...: 12930 MONTE TITOLI SPA - MILANO
Ricevente...: 65387 BANCA POPOLARE DELL'EMILIA ROMAGNA
Ordinante...:
D'Ordine...:
Destinat...:
Benefic....:

IDC Descrizione

Valore Dato

01 codice messaggio rete : 71N
040 mittente : 12930 = monte titoli spa - milano
050 ricevente : 65387 = banca popolare dell'emilia romagna
D31 data di riferimento : 14.10.2009
020 c.r.o. : 45987517001
719 risutato operazione : 00 = operazione conclusa in modo corretto
751 numero formulario : 081918431
717 riferimenti : VS.ISTR.14-10-09
701 codice strumento finanz: IT000657860000
759 codici attivita' : 0/2 = operazione di blocco
7S8 quantita' nominale / se: 16.000,00/C
716 posizione finale : 16.000,00/C/0,00/C
71J informazioni procedural: 200V039
775 progressivo movimento c: 5
ABM > app.ban.mittente : 12930/000MT/00
ABR > app.ban.ricevente : 65387/000MT/00
CAT > cat.applicativa : MT01
TUR > timbro : 000MT45987517001
KEY > chiave aum : 091014/05586/AUMRC51
Ricevuto dal Fems : 14.10.2009 17.02.13
SMI > codice smistamento : 0443/TITOLI /STAMPA /MEG3 /TT7P


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+-----+
| ACCOUNT: 24234      - USER #: P3117016 | LAST LOAD: 16/10/09
| SECURITIES AND RELATED CASH MOVEMENTS | SET2
| EUROCLEAR SETTLEMENT DATE: 16/10/09 |
| AGGREGATE OVERNIGHT SETTLEMENT RESULTS |
+-----+
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S/N SECURITY.....DESCRIPTION CUR

NOM....AMOUNT.MVT CUR CASH..AMOUNT..MVT VALUE MVT/STATUS.TIME
MVT..STATUS

TYP PC CH (E/C REF) REFERENCE C/P CORR DEP
RE REMARKS FROM EUROCLEAR
RR RELATED REFERENCE
YOUR NA INSTRUCTION NARRATIVES
AD ADDRESS OF RECEIVER / DELIVERER
DP DELIVERING PARTY
RP RECEIVING PARTY
IP INSTRUCTING PARTY
RG REGISTRATION DETAILS
C/P NA INSTRUCTION NARRATIVES
DP DELIVERING PARTY
RP RECEIVING PARTY
IP INSTRUCTING PARTY
RG REGISTRATION DETAILS

S/N XS0257022714 LEHMAN BROTHERS HOL VAR 00/06/13 EUR

5000000 161009 SET2 BLOCKED
SECURITIES BLOCKED
(4367375) 25702271EMRO
RE CUSTODY OPERATION

0

S/N XS0300055547 LEHMAN BROTHERS HOL VAR 00/05/12 EUR

10000000 161009 SET2 BLOCKED
SECURITIES BLOCKED
(4367376) 30005554EMRO
RE CUSTODY OPERATION

0

+-----+
| ACCOUNT: 27420 - USER #: P3117016 | LAST LOAD: 16/10/09
| SECURITIES AND RELATED CASH MOVEMENTS | SET2
| EUROCLEAR SETTLEMENT DATE: 16/10/09 |
| AGGREGATE OVERNIGHT SETTLEMENT RESULTS |
+-----+

S/N SECURITY.....DESCRIPTION CUR

NOM....AMOUNT.MVT CUR CASH..AMOUNT..MVT VALUE MVT/STATUS.TIME
MVT..STATUS

TYP PC CH (E/C REF) REFERENCE C/P CORR DEP
RE REMARKS FROM EUROCLEAR
RR RELATED REFERENCE
YOUR NA INSTRUCTION NARRATIVES
AD ADDRESS OF RECEIVER / DELIVERER
DP DELIVERING PARTY
RP RECEIVING PARTY
IP INSTRUCTING PARTY
RG REGISTRATION DETAILS
C/P NA INSTRUCTION NARRATIVES
DP DELIVERING PARTY
RP RECEIVING PARTY
IP INSTRUCTING PARTY
RG REGISTRATION DETAILS

S/N XS0148360042 LEHMAN BROTHERS TRE VAR 24/05/10 EUR

5000 161009 SET2 BLOCKED
SECURITIES BLOCKED
(4462082) 14836004CAMPANIA
RE CUSTODY OPERATION

0

S/N XS0162289663 LEHMAN BROTHERS TRE 5.00000 00/02/10 EUR

293000 161009 SET2 BLOCKED
SECURITIES BLOCKED
(4529191) 16228966RAVENNA
RE CUSTODY OPERATION
99000 161009 SET2 BLOCKED
SECURITIES BLOCKED
(4553508) 16228966TERZI
RE CUSTODY OPERATION

0

S/N XS0163559841 LEHMAN BROTHERS TRE 6.00000 00/03/11 EUR

270000 161009 SET2 BLOCKED
SECURITIES BLOCKED
(4462083) 16355984CAMPANIA
RE CUSTODY OPERATION
120000 161009 SET2 BLOCKED
SECURITIES BLOCKED
(4529187) 16355984BPER3
RE CUSTODY OPERATION

0

S/N XS0176153350 LEHMAN BROTHERS TRE 7.00000 10/10/13 EUR

576000 161009 SET2 BLOCKED
SECURITIES BLOCKED
(4462030) 17615335CAMPANIA
RE CUSTODY OPERATION
44000 161009 SET2 BLOCKED
SECURITIES BLOCKED
(4529203) 17615335RAVENNA
RE CUSTODY OPERATION
1782000 161009 SET2 BLOCKED
SECURITIES BLOCKED
(4529324) 17615335CRV
RE CUSTODY OPERATION
10000 161009 SET2 BLOCKED
SECURITIES BLOCKED
(4529370) 17615335CARISPAQ
RE CUSTODY OPERATION
6291000 161009 SET2 BLOCKED
SECURITIES BLOCKED
(4529371) 17615335BPER3
RE CUSTODY OPERATION

0

S/N XS0178969209 LEHMAN BROTHERS TRE 7.00000 00/11/13 EUR

90000 161009 SET2 BLOCKED
SECURITIES BLOCKED

(4529329) 17896920BPER3
RE CUSTODY OPERATION

0

S/N XS0181945972 LEHMAN BROTHERS TRE 7.00000 00/01/14 EUR

521000 161009 SET2 BLOCKED
SECURITIES BLOCKED
(4529221) 18194597CRV
RE CUSTODY OPERATION
245000 161009 SET2 BLOCKED
SECURITIES BLOCKED
(4553506) 18194597BPER3
RE CUSTODY OPERATION

0

S/N XS0185655445 LEHMAN BROTHERS TRE 7.00000 00/02/14 EUR

50000 161009 SET2 BLOCKED
SECURITIES BLOCKED
(4462017) 18565544CAMPANIA
RE CUSTODY OPERATION
20000 161009 SET2 BLOCKED
SECURITIES BLOCKED
(4557529) 18565544BPER3
RE CUSTODY OPERATION

0

S/N XS0189294225 LEHMAN BROTHERS TRE 7.00000 23/04/14 EUR

237000 161009 SET2 BLOCKED
SECURITIES BLOCKED
(4462007) 18929422CAMPANIA
RE CUSTODY OPERATION
50000 161009 SET2 BLOCKED
SECURITIES BLOCKED
(4529138) 18929422MEZZOGIO
RE CUSTODY OPERATION
180000 161009 SET2 BLOCKED
SECURITIES BLOCKED
(4529268) 18929422RAVENNA
RE CUSTODY OPERATION
756000 161009 SET2 BLOCKED

SECURITIES BLOCKED

(4529297) 18929422CRV

RE CUSTODY OPERATION

5229000

161009 SET2 BLOCKED

SECURITIES BLOCKED

(4558155) 18929422BPER3

RE CUSTODY OPERATION

0

S/N XS0189741001 LEHMAN BROTHERS HOL VAR 00/04/11 EUR

80000

161009 SET2 BLOCKED

SECURITIES BLOCKED

(4529367) 18974100LANCIANO

RE CUSTODY OPERATION

0

S/N XS0195431613 LEHMAN BROTHERS TRE 5.00000 14/07/14 EUR

245000

161009 SET2 BLOCKED

SECURITIES BLOCKED

(4558168) 19543161BPER3

RE CUSTODY OPERATION

0

S/N XS0197173643 LEHMAN BROTHERS TRE VAR 00/08/11 EUR

700000

161009 SET2 BLOCKED

SECURITIES BLOCKED

(4529188) 19717364RAVENNA

RE CUSTODY OPERATION

10000

161009 SET2 BLOCKED

SECURITIES BLOCKED

(4529386) 19717364CRV

RE CUSTODY OPERATION

0

S/N XS0200284247 LEHMAN BROTHERS TRE 5.00000 22/09/14 EUR

129000

161009 SET2 BLOCKED

SECURITIES BLOCKED

(4529292) 20028424RAVENNA

RE CUSTODY OPERATION

3659000 161009 SET2 BLOCKED
SECURITIES BLOCKED
(4558159) 20028424BPER3
RE CUSTODY OPERATION

0

S/N XS0202417050 LEHMAN BROTHERS TRE 4.00000 27/10/14 EUR

5000 161009 SET2 BLOCKED
SECURITIES BLOCKED
(4529280) 20241705CRV
RE CUSTODY OPERATION
40000 161009 SET2 BLOCKED
SECURITIES BLOCKED
(4553516) 20241705TERZI
RE CUSTODY OPERATION

0

S/N XS0208459023 LEHMAN BROTHERS TRE 4.00000 30/12/16 EUR

953000 161009 SET2 BLOCKED
SECURITIES BLOCKED
(4529142) 20845902CRV
RE CUSTODY OPERATION
58000 161009 SET2 BLOCKED
SECURITIES BLOCKED
(4529360) 20845902RAVENNA
RE CUSTODY OPERATION
4379000 161009 SET2 BLOCKED
SECURITIES BLOCKED
(4558163) 20845902BPER3
RE CUSTODY OPERATION

0

S/N XS0210433206 LEHMAN BROTHERS TRE 6.00000 15/02/35 EUR

10000 161009 SET2 BLOCKED
SECURITIES BLOCKED
(4558171) 21043320BPER3
RE CUSTODY OPERATION

0

S/N XS0210782552 LEHMAN BROTHERS TRE VAR 01/02/13 EUR

20000 161009 SET2 BLOCKED
SECURITIES BLOCKED
(4558166) 21078255BPER3
RE CUSTODY OPERATION

0

S/N XS0211093041 LEHMAN BROTHERS TRE 7.50000 16/02/15 EUR

75000 161009 SET2 BLOCKED
SECURITIES BLOCKED
(4462043) 21109304CAMPANIA
RE CUSTODY OPERATION
167000 161009 SET2 BLOCKED
SECURITIES BLOCKED
(4529264) 21109304RAVENNA
RE CUSTODY OPERATION
741000 161009 SET2 BLOCKED
SECURITIES BLOCKED
(4529315) 21109304CRV
RE CUSTODY OPERATION
513000 161009 SET2 BLOCKED
SECURITIES BLOCKED
(4553515) 21109304BPER3
RE CUSTODY OPERATION

0

S/N XS0211814123 LEHMAN BROTHERS TRE 7.00000 16/02/17 EUR

679000 161009 SET2 BLOCKED
SECURITIES BLOCKED
(4462032) 211814122CAMPANI
RE CUSTODY OPERATION
210000 161009 SET2 BLOCKED
SECURITIES BLOCKED
(4553511) 21181412BPER3
RE CUSTODY OPERATION

0

S/N XS0215349357 LEHMAN UK CAP PEF SEC 6.625 UNDATED EUR

92000 161009 SET2 BLOCKED
SECURITIES BLOCKED

(4529397) 21534935CRV
RE CUSTODY OPERATION
25000 161009 SET2 BLOCKED
SECURITIES BLOCKED
(4553507) 21534935BPER3
RE CUSTODY OPERATION

0

S/N XS0220704109 LEHMAN BROTHERS TRE 7.00000 13/06/17 EUR

85000 161009 SET2 BLOCKED
SECURITIES BLOCKED
(4529135) 22070410CRV
RE CUSTODY OPERATION

0

S/N XS0244093927 LEHMAN BROTHERS TRE 4.25000 01/03/12 EUR

59000 161009 SET2 BLOCKED
SECURITIES BLOCKED
(4460618) 24409392CAMPANIA
RE CUSTODY OPERATION

0

S/N XS0252834576 LEHMAN BROTHERS HOL 4.00000 04/05/11 EUR

50000 161009 SET2 BLOCKED
SECURITIES BLOCKED
(4529340) 25283457BPER3
RE CUSTODY OPERATION

0

S/N XS0301086475 LEHMAN BROTHERS TRE WRT 04/07/11 EUR

10 161009 SET2 BLOCKED
SECURITIES BLOCKED
(4462008) 30108647CAMPANIA
RE CUSTODY OPERATION

0

+-----+
| ACCOUNT: 27859 - USER #: P3117016 | LAST LOAD: 16/10/09
| SECURITIES AND RELATED CASH MOVEMENTS | SET2
| EUROCLEAR SETTLEMENT DATE: 16/10/09 |
| AGGREGATE OVERNIGHT SETTLEMENT RESULTS |
+-----+

S/N SECURITY.....DESCRIPTION CUR

NOM....AMOUNT.MVT CUR CASH..AMOUNT..MVT VALUE MVT/STATUS.TIME
MVT..STATUS

TYP PC CH (E/C REF) REFERENCE C/P CORR DEP
RE REMARKS FROM EUROCLEAR
RR RELATED REFERENCE
YOUR NA INSTRUCTION NARRATIVES
AD ADDRESS OF RECEIVER / DELIVERER
DP DELIVERING PARTY
RP RECEIVING PARTY
IP INSTRUCTING PARTY
RG REGISTRATION DETAILS
C/P NA INSTRUCTION NARRATIVES
DP DELIVERING PARTY
RP RECEIVING PARTY
IP INSTRUCTING PARTY
RG REGISTRATION DETAILS

S/N XS0176153350 LEHMAN BROTHERS TRE 7.00000 10/10/13 EUR

1000000 161009 SET2 BLOCKED
SECURITIES BLOCKED
(4411138) 17615335SIMGEST
RE CUSTODY OPERATION

0

S/N XS0185655445 LEHMAN BROTHERS TRE 7.00000 00/02/14 EUR

1000000 161009 SET2 BLOCKED
SECURITIES BLOCKED
(4411131) 18565544SIMGEST

RE CUSTODY OPERATION

0

S/N XS0189741001 LEHMAN BROTHERS HOL VAR 00/04/11 EUR

1000000 161009 SET2 BLOCKED
SECURITIES BLOCKED
(4411135) 18974100SIMGEST
RE CUSTODY OPERATION

0

S/N XS0200284247 LEHMAN BROTHERS TRE 5.00000 22/09/14 EUR

790000 161009 SET2 BLOCKED
SECURITIES BLOCKED
(4382523) 200285424SIMGEST
RE CUSTODY OPERATION

0

S/N XS0210782552 LEHMAN BROTHERS TRE VAR 01/02/13 EUR

1750000 161009 SET2 BLOCKED
SECURITIES BLOCKED
(4383836) 21078255SIMGEST
RE CUSTODY OPERATION

0

S/N XS0254171191 LEHMAN BROTHERS HOL VAR 00/05/16 EUR

4000000 161009 SET2 BLOCKED
SECURITIES BLOCKED
(4383849) 25417119SIMGEST
RE CUSTODY OPERATION

0

S/N XS0272317131 LEHMAN BROTHERS TRE TBF 24/10/12 EUR

5000000 161009 SET2 BLOCKED
SECURITIES BLOCKED
(4411143) 27231713SIMGEST

RE CUSTODY OPERATION

0

S/N XS0276341418 LEHMAN BROTHERS TRE 4.00000 24/11/16 EUR

7500000 161009 SET2 BLOCKED
SECURITIES BLOCKED
(4411136) 27634141SIMGEST
RE CUSTODY OPERATION

0

S/N XS0282937985 LEHMAN BROTHERS HOL VAR 00/02/14 EUR

2000000 161009 SET2 BLOCKED
SECURITIES BLOCKED
(4383838) 28293798SIMGEST
RE CUSTODY OPERATION

0

S/N XS0296282386 LEHMAN BROTHERS TRE 24/04/17 EUR

17500000 161009 SET2 BLOCKED
SECURITIES BLOCKED
(4411152) 29628238SIMGEST
RE CUSTODY OPERATION

0

S/N XS0297522228 LEHMAN BROTHERS TRE VAR 04/05/10 EUR

5000000 161009 SET2 BLOCKED
SECURITIES BLOCKED
(9826579) 29752222SIMGEST
RE CUSTODY OPERATION

0

S/N XS0345700198 LEHMAN BROTHERS TRE VAR 00/03/10 EUR

6000000 161009 SET2 BLOCKED
SECURITIES BLOCKED

Account 24234 Custody: Valid Instructions

24234	25702271EMRO	6033287	37	XS0257022714	5000000	07/10/09
	I PRO					
24234	30005554EMRO	6033288	37	XS0300055547	10000000	07/10/09
	I PRO					

Account 27859 Custody: Valid Instructions

27859	29752222SIMGEST	6028589	37	XS0297522228	5000000	02/10/09
	I PRO					
27859	200285424SIMGEST	6033356	37	XS0200284247	790000	07/10/09
	I PRO					
27859	28293798SIMGEST	6033357	37	XS0282937985	2000000	07/10/09
	I PRO					
27859	25417119SIMGEST	6033358	37	XS0254171191	4000000	07/10/09
	I PRO					
27859	21078255SIMGEST	6033359	37	XS0210782552	1750000	07/10/09
	I PRO					
27859	18974100SIMGEST	6033795	37	XS0189741001	1000000	07/10/09
	I PRO					
27859	18565544SIMGEST	6033796	37	XS0185655445	1000000	07/10/09
	I PRO					
27859	17615335SIMGEST	6033797	37	XS0176153350	1000000	07/10/09
	I PRO					
27859	27231713SIMGEST	6033798	37	XS0272317131	5000000	07/10/09
	I PRO					
27859	27634141SIMGEST	6033799	37	XS0276341418	7500000	07/10/09
	I PRO					
27859	29628238SIMGEST	6033800	37	XS0296282386	17500000	07/10/09
	I PRO					
27859	34570019SIMGEST	6033801	37	XS0345700198	6000000	07/10/09
	I PRO					

Account 27420 Custody: Valid Instructions

27420	24409392CAMPANIA	6034128	37	XS0244093927	59000	07/10/09
	I PRO					
27420	211814122CAMPANI	6034132	37	XS0211814123	679000	
	07/10/09 I PRO					
27420	21109304CAMPANIA	6034135	37	XS0211093041	75000	07/10/09
	I PRO					
27420	18929422CAMPANIA	6034140	37	XS0189294225	237000	
	07/10/09 I PRO					
27420	18565544CAMPANIA	6034142	37	XS0185655445	50000	07/10/09
	I PRO					
27420	16355984CAMPANIA	6034145	37	XS0163559841	270000	
	07/10/09 I PRO					

27420	17615335CAMPANIA 07/10/09 IPRO	6034149	37	XS0176153350	576000	
27420	14836004CAMPANIA IPRO	6034152	37	XS0148360042	5000	07/10/09
27420	30108647CAMPANIA IPRO	6034153	37	XS0301086475	10	07/10/09
27420	20241705CRV IPRO	6034432	37	XS0202417050	5000	08/10/09
27420	18194597CRV IPRO	6034433	37	XS0181945972	521000	08/10/09
27420	21109304CRV IPRO	6034435	37	XS0211093041	741000	08/10/09
27420	20845902CRV IPRO	6034437	37	XS0208459023	953000	08/10/09
27420	19717364CRV IPRO	6034438	37	XS0197173643	10000	08/10/09
27420	18929422CRV IPRO	6034441	37	XS0189294225	756000	08/10/09
27420	17615335CRV IPRO	6034442	37	XS0176153350	1782000	08/10/09
27420	22070410CRV IPRO	6034445	37	XS0220704109	85000	08/10/09
27420	21534935CRV IPRO	6034446	37	XS0215349357	92000	08/10/09
27420	18929422MEZZOGIO IPRO	6034452	37	XS0189294225	50000	08/10/09
27420	18974100LANCIANO IPRO	6034455	37	XS0189741001	80000	08/10/09
27420	17615335CARISPAQ IPRO	6034457	37	XS0176153350	10000	08/10/09
27420	16228966RAVENNA 08/10/09 IPRO	6034463	37	XS0162289663	293000	
27420	21109304RAVENNA 08/10/09 IPRO	6034467	37	XS0211093041	167000	
27420	20845902RAVENNA IPRO	6034468	37	XS0208459023	58000	08/10/09
27420	20028424RAVENNA 08/10/09 IPRO	6034469	37	XS0200284247	129000	
27420	19717364RAVENNA 08/10/09 IPRO	6034472	37	XS0197173643	700000	
27420	18929422RAVENNA 08/10/09 IPRO	6034473	37	XS0189294225	180000	
27420	17615335RAVENNA IPRO	6034474	37	XS0176153350	44000	08/10/09
27420	25283457BPER3 IPRO	6034475	37	XS0252834576	50000	08/10/09
27420	17896920BPER3 IPRO	6034482	37	XS0178969209	90000	08/10/09
27420	16355984BPER3 IPRO	6034485	37	XS0163559841	120000	08/10/09

27420	17615335BPER3 IPRO	6034490	37	XS0176153350	6291000	08/10/09
27420	21109304BPER3 IPRO	6034880	37	XS0211093041	513000	08/10/09
27420	21534935BPER3 IPRO	6034881	37	XS0215349357	25000	08/10/09
27420	20241705TERZI IPRO	6034882	37	XS0202417050	40000	08/10/09
27420	18194597BPER3 IPRO	6034883	37	XS0181945972	245000	08/10/09
27420	16228966TERZI IPRO	6034884	37	XS0162289663	99000	08/10/09
27420	21181412BPER3 IPRO	6034885	37	XS0211814123	210000	08/10/09
27420	18565544BPER3 IPRO	6034902	37	XS0185655445	20000	08/10/09
27420	21078255BPER3 IPRO	6034906	37	XS0210782552	20000	08/10/09
27420	21043320BPER3 IPRO	6034907	37	XS0210433206	10000	08/10/09
27420	20845902BPER3 IPRO	6034908	37	XS0208459023	4379000	08/10/09
27420	20028424BPER3 IPRO	6034909	37	XS0200284247	3659000	08/10/09
27420	19543161BPER3 IPRO	6034910	37	XS0195431613	245000	08/10/09
27420	18929422BPER3 IPRO	6034911	37	XS0189294225	5229000	08/10/09

EXHIBIT B

AGREEMENT AND EVIDENCE OF TRANSFER OF CLAIM
LEHMAN PROGRAM SECURITY

TO: THE DEBTOR AND THE BANKRUPTCY COURT

1. For value received, the adequacy and sufficiency of which are hereby acknowledged, JPMorgan Chase Bank, N.A. ("Seller") hereby unconditionally and irrevocably sells, transfers and assigns to Silver Point Capital Offshore Master Fund, L.P. (the "Purchaser"), and Purchaser hereby agrees to purchase, as of the date hereof, (a) an undivided interest, to the extent of the claim amount specified in Schedule 1 attached hereto (the "Purchased Claim"), in Seller's right, title and interest in and to Proof of Claim Number 49737 filed by or on behalf of Banca Popolare Dell'Emilia Romagna soc. Coop., Seller's predecessor in interest (the "Proof of Claim") against Lehman Brothers Holdings, Inc., debtor in proceedings for reorganization (the "Proceedings") in the United States Bankruptcy Court for the Southern District of New York (the "Court"), administered under Case No. 08-13555 (JMP) (the "Debtor"), (b) all rights and benefits of Seller relating to the Purchased Claim, including without limitation (i) any right to receive cash, securities, instruments, interest, damages, penalties, fees or other property, which may be paid or distributed with respect to the Purchased Claim or with respect to any of the documents, agreements, bills and/or other documents (whether now existing or hereafter arising) which evidence, create and/or give rise to or affect in any material way the Purchased Claim, whether under a plan or reorganization or liquidation, pursuant to a liquidation, or otherwise, (ii) any actions, claims (including, without limitation, "claims" as defined in Section 101(5) of Title 11 of the United States Code (the "Bankruptcy Code")), rights or lawsuits of any nature whatsoever, whether against the Debtor or any other party, arising out of or in connection with the Purchased Claim, (iii) any rights and benefits arising out of or in connection with any exhibit, attachment and/or supporting documentation relating to the Purchased Claim, and (iv) any and all of Seller's right, title and interest in, to and under the transfer agreements, if any, under which Seller or any prior seller acquired the rights and obligations underlying or constituting a part of the Purchased Claim, but only to the extent related to the Purchased Claim, (c) any and all proceeds of any of the foregoing (collectively, as described in clauses (a), (b), and (c), the "Transferred Claims"), and (d) the security or securities (any such security, a "Purchased Security") relating to the Purchased Claim and specified in Schedule 1 attached hereto.

2. Seller hereby represents and warrants to Purchaser that: (a) the Proof of Claim was duly and timely filed on or before 5:00 p.m. (prevailing Eastern Time) on November 2, 2009 in accordance with the Court's order setting the deadline for filing proofs of claim in respect of "Lehman Program Securities"; (b) the Proof of Claim relates to one or more securities expressly identified on the list designated "Lehman Programs Securities" available on <http://www.lehman-docket.com> as of July 17, 2009; (c) Seller owns and has good and marketable title to the Transferred Claims, free and clear of any and all liens, claims, set-off rights, security interests, participations, or encumbrances created or incurred by Seller or against Seller; (d) Seller is duly authorized and empowered to execute and perform its obligations under this Agreement and Evidence of Transfer; (e) the Proof of Claim includes the Purchased Claim specified in Schedule 1 attached hereto; and (f) Seller has not engaged in any acts, conduct or omissions, or had any relationship with the Debtor or its affiliates, that will result in Purchaser receiving in respect of the Transferred Claims proportionately less payments or distributions or less favorable treatment than other unsecured creditors.

3. Seller hereby waives any objection to the transfer of the Transferred Claims to Purchaser on the books and records of the Debtor and the Court, and hereby waives to the fullest extent permitted by law any notice or right to receive notice of a hearing pursuant to Rule 3001(e) of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law, and consents to the substitution of Seller by Purchaser for all purposes in the case, including, without limitation, for voting and distribution purposes with respect to the Transferred Claims. Purchaser agrees to file a notice of transfer with the Court pursuant to Federal Rule of Bankruptcy Procedure 3001(e) including this Agreement and Evidence of Transfer of Claim. Seller acknowledges and understands, and hereby stipulates, that an order of the Court may be entered without further notice to Seller transferring to Purchaser the Transferred Claims, recognizing Purchaser as the sole owner and holder of the Transferred Claims, and directing that all payments or distributions of money or property in respect of the Transferred Claim be delivered or made to Purchaser.

4. All representations, warranties, covenants and indemnities shall survive the execution, delivery and performance of this Agreement and Evidence of Transfer of Claim and the transactions described herein.

Purchaser shall be entitled to transfer its rights hereunder without any notice to or the consent of Seller. Seller hereby agrees to indemnify, defend and hold Purchaser, its successors and assigns and its officers, directors, employees, agents and controlling persons harmless from and against any and all losses, claims, damages, costs, expenses and liabilities, including, without limitation, reasonable attorneys' fees and expenses, which result from Seller's breach of its representations and warranties made herein.


5. Seller shall promptly (but in any event no later than three (3) business days) remit any payments, distributions or proceeds received by Seller in respect of the Transferred Claims to Purchaser. Seller has transferred, or shall transfer as soon as practicable after the date hereof, to Purchaser each Purchased Security to such account, via Euroclear or Clearstream (or similar transfer method), as Purchaser may designate in writing to Seller. This Agreement and Evidence of Transfer supplements and does not supersede any confirmation, any other automatically generated documentation or any applicable rules of Euroclear or Clearstream (or similar transfer method) with respect to the purchase and sale of the Purchased Security.

6. Each of Seller and Purchaser agrees to (a) execute and deliver, or cause to be executed and delivered, all such other and further agreements, documents and instruments and (b) take or cause to be taken all such other and further actions as the other party may reasonably request to effectuate the intent and purposes, and carry out the terms, of this Agreement and Evidence of Transfer, including, without limitation, cooperating to ensure the timely and accurate filing of any amendment to the Proof of Claim.

7. Seller's and Purchaser's rights and obligations hereunder shall be governed by and interpreted and determined in accordance with the laws of the State of New York (without regard to any conflicts of law provision that would require the application of the law of any other jurisdiction). Seller and Purchaser each submit to the jurisdiction of the courts located in the County of New York in the State of New York. Each party hereto consents to service of process by certified mail at its address listed on the signature page below.

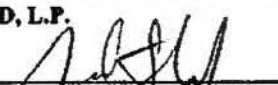
IN WITNESS WHEREOF, this AGREEMENT AND EVIDENCE OF TRANSFER OF CLAIM is executed this 4 day of May 2011.

JPMorgan Chase Bank, N.A.

By: 
Name: Peter Schoepe
Title: Authorized Signatory

Address:
Mail Code: NY1-A436
One Chase Manhattan Plaza - Floor 26
New York, New York 10005
ATTN: Susan McNamara

**SILVER POINT CAPITAL OFFSHORE MASTER
FUND, L.P.**

By: 
Name: David F. Steinmetz
Title: Authorized Signatory

Address:
Silver Point Capital, L.P.
2 Greenwich Plaza
Greenwich, CT 06830

Schedule 1

Transferred Claims

Purchased Claim

70% of XS0296282386 = \$17,681,674.50 (EUR 12,495,000) of \$25,259,535.00 (EUR 17,850,000) (the outstanding amount of the Proof of Claim).

Lehman Programs Securities to which Transfer Relates

Description of Security	ISIN/CUSIP	Issuer	Guarantor	Principal Claim Amount Purchased	Accrued Interest Purchased	Maturity
Issue of EUR 7,500,000 Index-Linked Notes due April 2017 relating to the Dow Jones Stoxx Select Dividend 30 Index Guaranteed by Lehman Brothers Holdings Inc. under the U.S. \$60,000,000,000 Euro Medium-Term Note Retail Program	XS0296282386	Lehman Brothers Treasury Co. B.V.	Lehman Brothers Holdings Inc.	EUR 12,250,000.00 USD \$17,334,975	EUR 245,000 USD \$346,699.50	04/24/2017